

PEPPER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

123 SOUTH BROAD STREET  
PHILADELPHIA, PENNSYLVANIA 19109  
215-893-3000

RECORDATION NO. 9672-B Filed 1425

SEP 29 1978 -2 10 PM

INTERSTATE COMMERCE COMMISSION

10 SOUTH MARKET SQUARE  
HARRISBURG, PA. 17108  
717-233-8483

1776 F STREET, N. W.  
WASHINGTON, D. C. 20006  
202-862-7500

2049 CENTURY PARK EAST  
LOS ANGELES, CA. 90067  
213-879-0904

JAMES A. OUNSWORTH  
215-893-3466

September 29, 1978

8-272A110

Date SEP 29 1978

RECORDATION NO. 9672-C Fee \$ 20 Filed 1425

SEP 29 1978 -2 10 PM

ICC Washington, D. C.

H. Gordon Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Homme:

INTERSTATE COMMERCE COMMISSION

I am sending herewith for filing in your office pursuant to Section 20c of the Interstate Commerce Act, six counterparts of each of the following:

RECEIVED  
SEP 29 2 08 PM '78  
I.C.C.  
FEE OPERATION BR.

- (a) First amendment to Security Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and Girard Bank covering 50 new boxcars for use in Interstate Commerce;
- (b) First Amendment to Lease and Management Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and National Railway Utilization Corporation to which the boxcars are leased.

There is also enclosed a check in the amount of \$100.00 for the recordation fees. The names and addressees of the parties to the transaction are as follows:

Secured Party: Girard Bank, as Agent  
3 Girard Plaza  
Philadelphia, PA 19101

Purchaser  
and Lessor: Funding Systems Railcars, Inc.  
c/o Funding Systems Corporation  
Suite 401  
1000 RIDC Plaza  
Pittsburgh, PA 15238

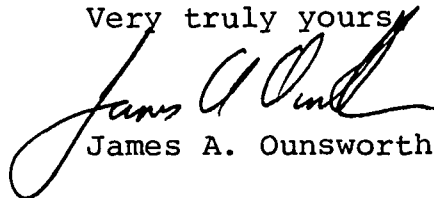
H. Gordon Homme, Jr.  
September 29, 1978  
Page 2

Lessee: National Railway Utilization  
Corporation  
100 Centre Square East  
1500 Market Street  
Philadelphia, PA 19102

The equipment covered by the agreements consist of 75 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers MNJ 120510-120516, inclusive; 36 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers PT 201036-201071, inclusive; and 7 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers NSL 156015-156021, inclusive, and marked "Leased from a corporation and subject to a security interest recorded with the ICC."

Kindly return to the bearer five counterparts of each of the documents.

Very truly yours,



James A. Ounsworth

JAO/mlm  
Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**9//2**  
**9/29/78**

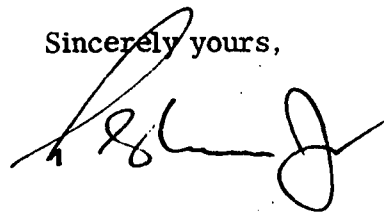
**OFFICE OF THE SECRETARY**

**James A. Ounsworth**  
**Pepper, Hamilton & Scheetz**  
**123 South Broad Street**  
**Phila. Pa. 19109**

**Dear Sir:**

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on **9/29/78** at **2:10pm**,  
and assigned recordation number(s) **9672-B & 9672-C**

Sincerely yours,



**H.G. Homme, Jr.,**  
**Acting Secretary**

**Enclosure(s)**

**SE-30-T**  
**(2/78)**

RECORDATION NO. 9672-18  
SEP 29 1978 2 10 PM  
INTERSTATE COMMERCE COMMISSION

FIRST AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT

This First Amendment is made and entered into as of the 1st day of September, 1978 among Funding Systems Railcars, Inc. ("Lessor") National Railway Utilization Corporation ("Lessee") and Girard Bank, as assignee of Lessor ("Girard")

WHEREAS, Lessor and Lessee entered into a certain Lease and Management Agreement dated as of September 1, 1978 and recorded with the Interstate Commerce Commission on September 15, 1978 as Document No. 9672 (the "Lease Agreement"); and

WHEREAS, Lessor assigned to Girard certain of its rights under the Lease Agreement and granted to Girard a security interest in the Lease Agreement pursuant to that certain Security Agreement dated as of September 1, 1978 between Lessor as debtor and Girard as secured party.

WHEREAS, the parties now desire to amend the Lease Agreement as hereinafter provided.

NOW THEREFORE, in consideration of the mutual promises and covenants herein contained, and intending to be legally bound hereby, the parties agree as follows:

1. Schedule A to the Lease Agreement, which provides a three part description of the Equipment leased under the Lease Agreement, is hereby supplemented to include additional Equipment as more particularly described in Schedule A(1), a copy of which is attached hereto and incorporated herein.

2. The terms "Equipment", "Items of Equipment", or an "Item

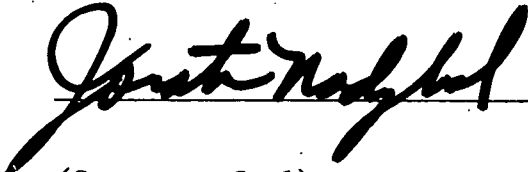
of Equipment", as referenced on page 1 of the Lease Agreement shall hereafter include the Equipment described in said Schedule A(1) together with the Equipment described in Schedule A to the Lease Agreement.

3. Except as otherwise provided herein, all of the other terms and conditions of the Lease Agreement shall remain in full force and effect.

WITNESS, the execution hereof as of the day and year first above written.

(Corporate Seal)

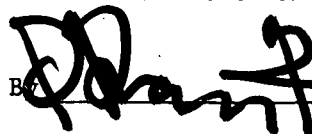

ATTEST:

  
\_\_\_\_\_

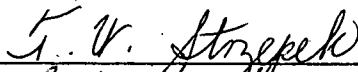
(Corporate Seal)

FUNDING SYSTEMS RAILCARS, INC.

By

  
\_\_\_\_\_ 

ATTEST:

  
\_\_\_\_\_  
Asst. Secretary

(Corporate Seal)

NATIONAL RAILWAY UTILIZATION  
CORPORATION

By

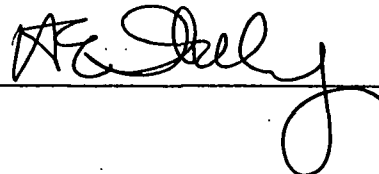
 - V.P.

ATTEST:

  
\_\_\_\_\_

GIRARD BANK

By

  
\_\_\_\_\_

STATE OF PENNSYLVANIA )  
 ) SS  
COUNTY OF ALLEGHENY )

On this 26th day of September, 1978, before me personally appeared G. Gray Garland, Jr., to me personally known, who being by me duly sworn, says that he is a Chairman & Chief Executive Officer of Funding Systems Railcars, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia L. Hines  
Notary Public

PATRICIA L. HINES, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES OCT. 6, 1980  
Member, Pennsylvania Association of Notaries

[NOTARIAL SEAL]

My Commission expires:

STATE OF Pennsylvania )  
 ) SS  
COUNTY OF Philadelphia )

On this 28<sup>th</sup> day of September, 1978, before me personally appeared Charles A. Schubert to me personally known, who being by me duly sworn, says that he is the Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darlene Marquette  
Notary Public

[NOTARIAL SEAL]

My Commission expires: **DARLENE MARQUETTE**  
Notary Public, Phila., Phila. Co.  
My Commission Expires Sept. 13, 1982

STATE OF Pennsylvania )  
COUNTY OF Philadelphia ) SS

On this 28th day of September, 1978, before me personally appeared H. E. IKELER, JR. to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of Girard Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marilyn Pyle  
Notary Public

[NOTARIAL SEAL]

My Commission expires:

MARILYN PYLE  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 5, 1981

Builder - Rail Fleet Corporation

ANNEX A(1)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	17	NSL 156015 <del>NSL 156022</del> NSL 156021	\$37,600.00	<del>\$300,800.00</del> \$263,200.00	Greenville South Carolina

TOTAL .....	17	TOTAL .....	<del>\$300,800.00</del> \$263,200.00
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32  
1



Builder - National Railway Utilization  
Corporation

ANNEX A(1)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	36	PT 201036- <del>PT 201070</del> PT 201071	\$37,600.00	<del>\$1,316,000.00</del> \$1,353,600.00	Pickens, South Carolina
TOTAL .....		36		TOTAL .....	<del>\$1,316,000.00</del> \$1,353,600.00	

Builder - Berwick Forge & Fabricating  
Division of Whittaker  
Corporation

SCHEDULE A(1)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	7	MNJ 120510 MNJ 120516	\$37,832.00	\$264,824.00	Renovo, PA
TOTAL . . . . .		7	TOTAL . . . . . \$264,824.00			